

EXHIBIT 3C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. CV-03-21296-MORENO/SIMONTON

_____)
RICK LOVE, M.D., <i>et al.</i> ,)
)
Plaintiffs,)
)
v.)
)
BLUE CROSS AND BLUE SHIELD)
ASSOCIATION, <i>et al.</i> ,)
)
Defendants.)
_____)

**NOTICE OF PROPOSED SETTLEMENT WITH CAPITAL BLUECROSS,
CAPITAL ADVANTAGE INSURANCE COMPANY AND
KEYSTONE HEALTH PLAN CENTRAL**

IF YOU ARE A PHYSICIAN, PHYSICIAN GROUP, OR PHYSICIAN ORGANIZATION WHO PROVIDED COVERED SERVICES TO ANY INDIVIDUAL ENROLLED IN OR COVERED BY BLUE CROSS AND BLUE SHIELD PLANS AT ANY TIME BETWEEN JANUARY 1, 1996 AND [PRELIMINARY APPROVAL DATE], PLEASE READ THIS NOTICE CAREFULLY. THE CLASS ACTION AND THE PROPOSED SETTLEMENT MAY AFFECT YOUR RIGHTS.

If you are or have been a Physician, Physician Group, or Physician Organization¹ who or which practiced in the United States since January 1, 1996, your rights may be affected by a proposed settlement with certain Blue Cross and Blue Shield parties ("Settlement"), in the class action lawsuit known as Love, et al. v. Blue Cross and Blue Shield Ass'n, et al., (formerly, Thomas, et al. v. Blue Cross and Blue Shield Ass'n, et al.), Case No. 03-21296-CIV-MORENO/SIMONTON (the "Action"), which is pending in the U.S. District Court for the Southern District of Florida (the "Court"). The Representative Plaintiffs have agreed to settle all claims against Capital BlueCross, Capital Advantage Insurance Company, and Keystone Health Plan Central (collectively, the "Blue Plan") in the Action in exchange for Blue Plan's commitments regarding its business practices and the establishment of a Settlement Fund with respect to which Class Members (described below) can make claims for settlement payment. The Court has scheduled a hearing to consider the fairness, reasonableness, and adequacy of the proposed Settlement with Blue Plan, together with certain other matters, to be held on [DATE], at [TIME], at the United States Courthouse, Courtroom IV, Tenth Floor, Federal Justice Building, 99 Northeast Fourth Street, Miami, Florida, 33132 (the "Settlement Hearing"). You may be a Class Member who would be entitled to receive the benefits of the proposed Settlement. As a Class

¹ All capitalized terms in this notice are defined in the Settlement Agreement.

Member, however, you will also be bound by the release and other provisions of the Settlement if it is approved by the Court. You may elect to Opt Out of the Class and the Settlement, as explained below. You may also have a right to object to the Settlement or to the applications for attorneys' fees and Representative Plaintiffs' fees that Class Counsel intend to make to the Court, but only if you comply with the procedures described or referenced in this notice.

WHAT IS THE LITIGATION ABOUT?

The Complaint in the Action alleges, among other things, that Blue Plan, among others, engaged in a conspiracy to improperly deny, delay, and/or reduce payment to physicians, physician groups, and physician organizations by engaging in several types of allegedly improper conduct, in violation of the federal statute entitled the Racketeer Influenced and Corrupt Organizations Act, 18 U.S.C. § 1961, *et seq.* Blue Plan denies the factual allegations and legal claims asserted in the Complaint in the Action, and denies any liability or wrongdoing relating thereto.

WHO IS INVOLVED?

The proposed Settlement with Blue Plan will be on behalf of a settlement class (collectively the "Class" and each member of the Class a "Class Member") consisting of any and all Physicians, Physician Groups, and Physician Organizations who provided covered services to any Plan Member or to any individual enrolled in or covered by a plan offered or administered by any Person named as a defendant in the Complaint or by any other primary licensee of the Blue Cross and Blue Shield Association or by any of their respective current or former subsidiaries or Affiliates, from January 1, 1996 through [Preliminary Approval Date]. The Class shall exclude: (i) all Persons who, in accordance with the terms of the Settlement, execute a timely request for exclusion (Opt Out) from the Class; and (ii) Blue Plan, its Affiliates and any of their officers, directors, and employees.

THE PROPOSED SETTLEMENT

In a settlement agreement dated February 1, 2008 (the "Settlement Agreement"), Blue Plan has made commitments regarding its business practices, including on both fee-for-service and capitation payments. In addition, Blue Plan will fund a Settlement Fund with respect to which individual Physicians who are Class Members will be able to make claims for a settlement payment according to a formula that is set forth in the Settlement Agreement. This settlement consideration is described more fully in a longer notice that has been mailed directly to putative Class Members.

YOUR RIGHTS

If you want to participate in the proposed Settlement Fund, your completed, signed Claim Form must be mailed to the Settlement Administrator with a postmark NO LATER THAN [90 DAYS AFTER NOTICE DATE]. The Claim Form, the address to which it must be sent, and other details can be obtained at [Insert Settlement Administrator Website], www.hmosettlements.com, www.WhatleyDrake.com, www.ArchieLamb.com, and www.kttlaw.com, and are included with the longer notice that has been mailed directly to putative Class Members. If you are a Class Member and submit a Claim Form or a Physician Group or Physician Organization submits a Claim Form on your behalf, or if you do not do anything, you will be considered a participant in the proposed Settlement, but you will only be entitled to payment if the Settlement Administrator receives your timely and completed Claim Form. **In either case, you will be bound by all orders of the Court relating to the Settlement, and if the Settlement is approved, certain possible legal claims you may have against Blue Plan and other Released Parties will be resolved and forever released.**

If you want to be excluded from the proposed Settlement, you must submit a written request to Opt Out of the Class and the Settlement, including your name, business address, telephone number, Federal Tax Identification Number, and signature, to:

[NOTICE ADMINISTRATOR CONTACT INFO.]

The complete, signed Opt-Out request must be mailed to the Notice Administrator with a postmark NO LATER THAN [50 DAYS AFTER NOTICE DATE].

The Court has scheduled a Settlement Hearing to consider the proposed Settlement and other matters, which will take place on [DATE], at [TIME], at the United States Courthouse, Courthouse IV, Tenth Floor, Federal Justice Building, 99 Northeast Fourth Street, Miami, Florida, 33132. At that hearing, the Court will determine, among other things, whether the proposed Settlement with Blue Plan should be approved as fair, reasonable, and adequate, whether the proposed Class should be certified for settlement purposes, whether the Court should award attorneys' fees and expenses to Class Counsel or to the Representative Plaintiffs in the Action and certain other matters. You may attend this hearing if you wish, but you do not have to attend in order to participate in the proposed Settlement.

If you wish to appear at the Settlement Hearing or to object to the proposed Settlement, you must file and serve, NO LATER THAN [60 DAYS AFTER NOTICE DATE], a written objection, and a notice of intention to appear at the Settlement Hearing, if applicable, in accordance with the procedures and deadlines that are described in the longer notice that has been mailed directly to putative Class Members. If you have not received that longer notice, you should request it from one of the law firms identified below, or obtain it from the website listed below. If these procedures and deadlines are not followed, you may lose significant legal rights, including, but not limited to, the right to have your objections considered by the Court.

For Complete Information and a Copy of the Full Notice:

Call: _____

Or Write to:

Edith Kallas, Esq.
WHATLEY DRAKE & KALLAS LLC
1540 Broadway, 37th Floor
New York, NY 10036

Archie C. Lamb, Jr.
Law Offices of Archie C. Lamb, L.L.C.
2017 Second Avenue North
Birmingham, AL 35203

Harley S. Tropin
Kozyak Tropin & Throckmorton, PA
2525 Ponce de Leon Blvd., 9th Floor
Miami, FL 33134

Or visit:

[Settlement Administrator Website]

www.hmosettlements.com
www.WhatleyDrake.com
www.kttlaw.com
www.ArchieLamb.com

Please do not contact the Court or Blue Plan regarding this Notice.